

# **EXHIBIT D**

# Bloomberg

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## Oracle Seen Buoying Icahn With Lawson Software Offer: Real M&A

By Tara Lachapelle - Mar 29, 2011

Traders who profit from mergers and acquisitions are betting the \$1.8 billion takeover of Lawson Software Inc. (LWSN) will get trumped by a higher offer, with Oracle Corp. (ORCL) the most likely bidder.

Lawson Software, which counts billionaire investor Carl Icahn as one of its biggest shareholders, has risen 6.2 percent above the offer of \$11.25 a share from Infor and Golden Gate Capital disclosed March 11, according to data compiled by Bloomberg. That's more than any U.S. deal over \$500 million. Oracle, the second-biggest seller of business applications software, may buy Lawson, whose clients include Safeway Inc. and Volvo AB, Soleil Securities Corp. and Cross Research said.

Oracle stands to profit from Lawson Software's medical records and supply-chain management businesses, which analysts estimate will help push the St. Paul, Minnesota-based company's earnings to a record this year. A bidding contest would also increase Icahn's windfall from his 10.9 percent stake in Lawson Software, which currently represents a 53 percent gain, data compiled by Bloomberg show.

"You have the possibility of an increase from Infor or the possibility of a competitor coming in," said Abigail Hooper, a managing director at Havens Advisors LLC, a New York-based merger arbitrage fund manager. "There's been speculation from the beginning that Oracle may be interested."

Deborah Hellinger, a spokeswoman for Redwood City, California-based Oracle, Lawson Software's Joe Thornton and Infor spokesman Dan Barnhardt all declined to comment. Telephone and e-mail messages left for Dave Schefcik, a representative for Golden Gate Capital, weren't returned. Susan Gordon, Icahn's spokeswoman, didn't respond to a request for comment.

## All-Cash Offer

Lawson Software, which jumped 15 percent in the week ended March 11 on speculation it was putting itself up for sale, closed at \$11.75 yesterday. That's higher than the all-cash offer of \$11.25 a share from Alpharetta, Georgia-based Infor and buyout fund Golden Gate Capital of San Francisco.

Shares of Lawson Software advanced as much as 5.5 percent before ending trading 1.7 percent higher at \$11.95 on the Nasdaq Stock Market. Oracle gained 1.9 percent to \$33.16.

The bid represented an 8.4 percent premium to Lawson Software's average price in the 20 days prior to the offer, data compiled by Bloomberg show. Including net debt, the takeover valued Lawson Software at 14.8 times earnings before interest, taxes, depreciation and amortization, the data show.

## Relative Value

By both measures, the price for Lawson Software is lower than other acquisitions in the industry. The average premium for so-called enterprise software and services takeovers of more than \$500 million equaled 41 percent, according to data compiled by Bloomberg. The median Ebitda multiple for deals in the industry has been 20.2 times, the data show.

Oracle, with \$24.4 billion in cash and equivalents, has historically offered a median 22.3 times Ebitda in takeovers and only paid less than 20 times once -- when it agreed to buy Sun Microsystems Inc. for 8.3 times Ebitda in April 2009. Oracle is rated A2, the third-highest investment grade, according to Bloomberg's Company Credit Ratings, which analyze borrowers based on indebtedness, profitability and other financial ratios.

"There's a sense that if Oracle puts in an offer, then Infor will ultimately have to pay more," said Neil Herman, an equity analyst at Soleil Securities in Weston, Florida. "We see no reason why Oracle shouldn't be willing to pay something close" to what they've typically paid, he said.

## Electronic Medical Records

Oracle may bid for Lawson Software because of a U.S. law that now requires hospitals and other providers to adopt electronic medical records and billing systems in order to receive higher payments for patients enrolled in federal health care programs, according to Richard Williams, an analyst at Cross Research in Livingston, New Jersey. It sells the software that providers need to make the switch, he said.

Lawson Software's unit that targets customers in the health-care industry had an operating margin of 23.8 percent in the three months ended November, its filing with the Securities and Exchange Commission showed. That compares with 7.4 percent for the division that sells software to manufacturers.

Analysts estimate that Lawson Software will earn \$85.3 million in net income before abnormal items in its fiscal year ending May, an increase of 24 percent, data compiled by Bloomberg show. Earnings

may top \$100 million next fiscal year before jumping 38 percent in 2013, the data show.

Shares of Lawson Software climbed 78 percent in the past year, bringing its market value to \$1.96 billion.

## Money Maker

“Oracle finds that attractive because that’s a very big area in terms of money,” said Williams, the top-rated analyst for Lawson Software based on Bloomberg Absolute Return Rankings. “Hospitals are in the process of becoming more and more high tech. Medical care in America is a hundreds of billions of dollars a year proposition. Two or three years from now it may be ten times the size it is now.”

While speculation of an Oracle bid has lifted shares of Lawson Software, it’s no guarantee one will materialize, according to Capstone Global Markets LLC’s Sachin Shah.

“Everybody kind of assumes it’s a tech company and that somebody else is out there and Oracle will bid for it,” said Shah, a special situations and merger arbitrage strategist at Capstone Global in New York. “It’s not clear to me that there are any other buyers out there.”

Even without a competing offer, Icahn still stands to gain from his stake in Lawson Software.

## Activist Investor

The 75-year-old investor, who made millions in the 1980s pressuring companies from USX Corp. to Texaco Inc. to split up or boost dividends and buybacks, reported an 8.54 percent stake in Lawson Software in May and said he intended to seek talks with management to boost shareholder value.

He owned 17.85 million shares as of March 14, which he acquired for about \$139 million, or \$7.79 a share, according to an SEC filing and data compiled by Bloomberg. Icahn said in the filing that he supports Lawson Software’s “strategic process” and that the company should be sold at the highest price.

Based on the original \$11.25 offer price, Icahn would make \$62 million, or a profit of about 44 percent, from his Lawson Software stake. At yesterday’s closing price, his windfall would increase to about 51 percent, the data show.

“Icahn has been involved for a while and he has been pushing for a sale,” said Shah. “Now, he has gotten it. He doesn’t need to call anybody else to attract another offer. He’s already made money on it.”

Overall, there have been 5,685 deals announced globally this year, totaling \$566.7 billion, a 22 percent increase from the \$463.9 billion in the same period in 2010, according to data compiled by Bloomberg.

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